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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE DOROTHY GAINES FOUNDATION		A Employer identification number 20-1858697
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 257	Room/suite	B Telephone number 254-582-9561
City or town, state, and ZIP code HILLSBORO, TX 76645		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,460,476	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		100,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,101.	3,101.		STATEMENT 1
4 Dividends and interest from securities		32,017.	32,017.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,143.			
b Gross sales price for all assets on line 6a		332,960.			
7 Capital gain net income (from Part IV, line 2)			6,143.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		141,261.	41,261.		
13 Compensation of officers, directors, trustees, etc		1,300.	650.		650.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		9,309.	4,655.		4,654.
b Accounting fees STMT 4		1,000.	500.		500.
c Other professional fees STMT 5		8,659.	8,659.		0.
17 Interest					
18 Taxes STMT 6		3,443.	519.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		492.	246.		246.
22 Printing and publications					
23 Other expenses STMT 7		1,639.	820.		819.
24 Total operating and administrative expenses. Add lines 13 through 23		25,842.	16,049.		6,869.
25 Contributions, gifts, grants paid		45,000.			45,000.
26 Total expenses and disbursements. Add lines 24 and 25		70,842.	16,049.		51,869.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		70,419.			
b Net investment income (if negative, enter -0-)			25,212.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	18,705.	13,827.	13,827.
	2 Savings and temporary cash investments	11,920.	6,558.	6,558.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,359,182.	1,437,403.	1,440,091.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,389,807.	1,457,788.	1,460,476.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)	10,289.	10,094.	
	23 Total liabilities (add lines 17 through 22)	10,289.	10,094.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,379,518.	1,447,694.	
	30 Total net assets or fund balances	1,379,518.	1,447,694.	
	31 Total liabilities and net assets/fund balances	1,389,807.	1,457,788.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,379,518.
2 Enter amount from Part I, line 27a	2	70,419.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,449,937.
5 Decreases not included in line 2 (itemize) ▶ ETHEL CURTIS TESTAMENTARY TRUST	5	2,243.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,447,694.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SHORT TERM SECURITY SALES (SEE ATTACHED			
b DETAIL)	P		
c LONG TERM SECURITY SALES (SEE ATTACHED			
d DETAIL)	P		
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 154,119.		151,866.	2,253.
c			
d 177,496.		174,951.	2,545.
e 1,345.			1,345.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			2,253.
c			
d			2,545.
e			1,345.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,143.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	9,691.	1,112,635.	.008710
2010	2,239.	52,151.	.042933
2009	569.	31,831.	.017876
2008	817.	28,529.	.028638
2007	781.	21,607.	.036146

2 Total of line 1, column (d)	2	.134303
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.026861
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,353,432.
5 Multiply line 4 by line 3	5	36,355.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	252.
7 Add lines 5 and 6	7	36,607.
8 Enter qualifying distributions from Part XII, line 4	8	51,869.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	252.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	252.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		4	0.
3 Add lines 1 and 2		5	252.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,408.	7	1,408.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	1,156.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 1,156. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► ROBERT REYNOLDS Telephone no. ► 817-820-8117			
Located at ► 777 MAIN ST, STE C-50, FORT WORTH, TX		ZIP+4 ► 76102		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		1,300.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO PROMOTE THE QUALITY OF LIFE IN HILL AND TARRANT COUNTIES, TEXAS, THROUGH GRANTS TO SECTION 501(C)(3) CHARITABLE ORGANIZATIONS	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1,348,538.
b Average of monthly cash balances	1b	25,505.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,374,043.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,374,043.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,611.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,353,432.
6 Minimum investment return. Enter 5% of line 5	6	67,672.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	67,672.
2a Tax on investment income for 2012 from Part VI, line 5	2a	252.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	252.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	67,420.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	67,420.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	67,420.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	51,869.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,869.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	252.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,617.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				67,420.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			44,535.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 51,869.				
a Applied to 2011, but not more than line 2a			44,535.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,334.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				60,086.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HILL COUNTY MEALS ON WHEELS P.O. BOX 85 WACO, TX 76703	NONE	501(C)(3)	CONTRIBUTION	2,971.
HILLSBORO ISD EDUCATION FOUNDATION 121 E FRANKLIN ST HILLSBORO, TX 76645	NONE	501(C)(3)	CONTRIBUTION	3,000.
ABBOTT ISD 219 S FIRST ST ABBOTT, TX 76621	NONE	170(C)(1)	CONTRIBUTION	10,000.
PRESBYTERIAN CHILDREN'S HOMES & SERVICES 4407 BEE CAVE RD, STE 520 AUSTIN, TX 78746	NONE	501(C)(3)	CONTRIBUTION	8,000.
FRIENDS OF HILLSBORO CITY LIBRARY 118 SOUTH WACO ST HILLSBORO, TX 76645	NONE	501(C)(3)	CONTRIBUTION	5,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			45,000.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Stephen M. Smart Sec. Date: 5/7/13

Date _____

► DIRECTOR

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

DANIEL M. STEWART

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ► **WEAVER AND TIDWELL, L.L.P.**

Firm's EIN ▶ 75-0786316

Firm's address ► 2821 W. 7TH STREET, SUITE 700
FORT WORTH, TX 76107

Phone no. 817.332.7905

Form **990-PF** (2012)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE DOROTHY GAINES FOUNDATION

Employer identification number

20-1858697

Organization type (check one).

Filers of:**Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
THE DOROTHY GAINES FOUNDATION	20-1858697

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF DOROTHY GAINES 3704 LANDS END HILLSBORO, TX 76109	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

20-1858697

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE DOROTHY GAINES FOUNDATION**20-1858697**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK INTEREST	2.
NOTE RECEIVABLE #3 NET OF TRUST ALLOCATION	3,099.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,101.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SANFORD C. BERNSTEIN & CO LLC	33,352.	1,345.	32,007.
SANFORD C. BERNSTEIN & CO LLC	10.	0.	10.
TOTAL TO FM 990-PF, PART I, LN 4	33,362.	1,345.	32,017.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,309.	4,655.		4,654.
TO FM 990-PF, PG 1, LN 16A	9,309.	4,655.		4,654.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,000.	500.		500.
TO FORM 990-PF, PG 1, LN 16B	1,000.	500.		500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	8,659.	8,659.			0.
TO FORM 990-PF, PG 1, LN 16C	8,659.	8,659.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	519.	519.			0.
FEDERAL TAXES	2,924.	0.			0.
TO FORM 990-PF, PG 1, LN 18	3,443.	519.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	848.	424.			424.
SERVICE FEES	45.	22.			23.
POST OFFICE BOX RENTAL	45.	23.			22.
OFFICE EXPENSE	701.	351.			350.
TO FORM 990-PF, PG 1, LN 23	1,639.	820.			819.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE	COST	40,377.	40,377.
INVESTMENTS - SANFORD BERNSTEIN	COST	1,397,026.	1,399,714.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,437,403.	1,440,091.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
ETHEL CURTIS TRUST BENEFICIAL INTEREST IN BUXKEMPER NOTE	10,289.	10,094.	
TOTAL TO FORM 990-PF, PART II, LINE 22	10,289.	10,094.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN N. SMITH 62 WEST ELM STREET HILLSBORO, TX 76645	DIRECTOR 1.00	0.	0.	0.
MICHELLE CURTIS WADE 402 CHO STREET HILLSBORO, TX 76645	DIRECTOR 1.00	200.	0.	0.
ROBERT M. REYNOLDS 3700 LANDS END FORT WORTH, TX 76109	DIRECTOR 1.00	400.	0.	0.
JIMMY H. CURTIS 404 CHO STREET HILLSBORO, TX 76645	DIRECTOR 1.00	400.	0.	0.
MARCIA CURTIS-HORNSBY 9420 NORTHCLIFF DR. DALLAS, TX 75218	DIRECTOR 1.00	300.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,300.	0.	0.

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/14/2011	01/03/2012	25	METLIFE INC	32.24	44.77	806.07	1,119.26	-313.19
04/12/2011	01/03/2012	15	METLIFE INC	32.24	44.44	483.64	666.59	-182.95
04/25/2011	01/03/2012	15	METLIFE INC	32.24	44.16	483.64	662.47	-178.83
03/14/2011	01/05/2012	10	BORGWARNER INC	66.21	74.08	662.14	740.77	-78.63
03/14/2011	01/05/2012	25	LIMITED BRANDS INC	39.28	31.04	982.00	775.88	206.12
06/01/2011	01/06/2012	25	***LYONDELLBASELL INDU-CL A	34.54	42.76	863.42	1,069.08	-205.66
03/14/2011	01/06/2012	10	MONSANTO CO	77.37	66.64	773.73	666.41	107.32
03/14/2011	01/06/2012	50	MARATHON OIL CORP	30.73	30.23	1,536.30	1,511.71	24.59
10/28/2011	01/06/2012	9	PEPSICO INC	65.47	63.06	589.27	567.57	21.70
11/18/2011	01/06/2012	10	PEPSICO INC	65.47	63.87	654.74	638.69	16.05
03/31/2011	01/09/2012	10	CELGENE CORP	67.65	57.56	676.55	575.58	100.97
03/14/2011	01/10/2012	1	GOOGLE INC-CL A	638.44	569.54	638.44	569.54	68.90
03/14/2011	01/10/2012	30	LIMITED BRANDS INC	39.00	31.04	1,170.00	931.06	238.94
06/16/2011	01/10/2012	15	LIMITED BRANDS INC	39.00	35.58	585.00	533.63	51.37
07/29/2011	01/11/2012	5	CONOCOPHILLIPS	72.13	71.92	360.65	359.59	1.06
08/12/2011	01/11/2012	20	CONOCOPHILLIPS	72.13	66.48	1,442.58	1,329.65	112.93
03/14/2011	01/11/2012	11	ROCKWELL AUTOMATION INC	77.95	86.58	857.41	952.43	-95.02
03/14/2011	01/12/2012	22	OVERLAY A PORTFOLIO	10.28	11.61	234.82	265.20	-30.38
.842 CLASS 1								
03/14/2011	01/17/2012	10	ALLERGAN INC	88.54	71.06	885.43	710.64	174.79
03/14/2011	01/19/2012	13	***ACCENTURE PLC-CL A	54.71	50.97	711.29	662.56	48.73
03/14/2011	01/19/2012	20	JOHNSON CONTROLS INC	32.50	39.87	650.07	797.31	-147.24
05/26/2011	01/23/2012	20	FMC TECHNOLOGIES INC	52.31	43.73	1,046.24	874.59	171.65
01/10/2012	01/24/2012	16	WATSON PHARMACEUTICALS INC	56.00	64.06	896.02	1,024.99	-128.97
03/14/2011	01/25/2012	32	MARATHON PETROLEUM CORP	38.50	39.43	1,232.16	1,261.82	-29.66
08/01/2011	01/25/2012	3	MARATHON PETROLEUM CORP	38.50	44.76	115.51	134.27	-18.76
03/14/2011	01/26/2012	5	MARATHON PETROLEUM CORP	38.50	44.76	192.52	223.79	-31.27
03/14/2011	01/27/2012	20	EMC CORP/MASS	25.54	25.98	510.85	519.61	-8.76
03/14/2011	01/27/2012	15	BROADCOM CORP-CL A	35.18	40.37	527.77	605.53	-77.76
04/29/2011	01/27/2012	10	CELGENE CORP	73.05	59.42	730.45	594.22	136.23
03/14/2011	01/31/2012	3	AMAZON.COM INC	190.43	165.43	571.28	496.28	75.00
03/14/2011	01/31/2012	70	LOWE'S COS INC	26.85	26.51	1,879.50	1,855.41	24.09
04/27/2011	01/31/2012	10	PROCTOR & GAMBLE CO	62.88	63.90	628.84	639.00	-10.16
03/14/2011	02/01/2012	40	***INGERSOLL-RAND PLC	35.27	45.65	1,410.61	1,825.91	-415.30
03/14/2011	02/01/2012	20	STARBUCKS CORP	48.21	35.60	964.15	711.92	252.23
06/01/2011	02/02/2012	25	***LYONDELLBASELL INDU-CL A	43.31	42.76	1,082.71	1,069.08	13.63
03/14/2011	02/03/2012	6	GOODRICH CORP	125.50	82.10	752.99	492.58	260.41
08/02/2011	02/03/2012	9	VF CORP	133.38	114.50	1,200.42	1,030.50	169.92
03/14/2011	02/06/2012	10	INTUIT INC	58.08	49.05	580.78	490.55	90.23
03/14/2011	02/08/2012	35	GENERAL MOTORS CO	25.81	31.58	903.36	1,105.31	-201.95
06/13/2011	02/08/2012	5	GENERAL MOTORS CO	25.81	28.78	129.05	143.88	-14.83
03/14/2011	02/09/2012	7	***ACCENTURE PLC-CL A	57.43	50.97	402.00	356.77	45.23
05/18/2011	02/09/2012	6	***ACCENTURE PLC-CL A	57.43	56.77	344.58	340.62	3.96
03/14/2011	02/09/2012	5	FLOWERVE CORP	114.96	123.61	574.80	618.03	-43.23
08/23/2011	02/13/2012	45	CMS ENERGY CORP	21.73	18.94	977.95	852.50	125.45
10/27/2011	02/13/2012	45	CMS ENERGY CORP	21.73	21.47	977.94	966.23	11.71

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/19/2011	02/14/2012	25	GENERAL MILLS INC	39.76	39.89	994.05	997.21	-3.16
05/17/2011	02/14/2012	7	GOODRICH CORP	125.51	90.05	878.59	630.35	248.24
03/14/2011	02/14/2012	25	JOHNSON CONTROLS INC	33.19	39.87	829.66	996.63	-166.97
03/14/2011	02/14/2012	25	JOHNSON CONTROLS INC	33.19	39.87	829.66	996.63	-166.97
05/31/2011	02/14/2012	15	JOHNSON CONTROLS INC	33.19	39.50	497.80	592.47	-94.67
08/01/2011	02/14/2012	30	MARATHON PETROLEUM CORP	44.04	44.76	1,321.05	1,342.71	-21.66
03/14/2011	02/14/2012	10	UNITED PARCEL SERVICE-CL B	76.85	72.57	768.50	725.71	42.79
05/18/2011	02/16/2012	9	***ACCENTURE PLC-CL A	58.04	56.77	522.33	510.92	11.41
10/12/2011	02/16/2012	20	ESTEE LAUDER COMPANIES-CL A	55.60	48.24	1,111.93	964.90	147.03
12/02/2011	02/16/2012	4	VF CORP	146.38	139.29	585.50	557.16	28.34
03/14/2011	02/17/2012	5	DELL INC	18.13	14.98	90.63	74.90	15.73
09/06/2011	02/17/2012	40	DELL INC	18.13	14.14	725.05	565.56	159.49
03/14/2011	02/17/2012	15	DANAHER CORP	52.33	50.79	784.89	761.87	23.02
03/14/2011	02/22/2012	20	DOW CHEMICAL	33.83	36.25	676.61	724.98	-48.37
03/14/2011	02/23/2012	15	MONSANTO CO	77.69	66.64	1,165.30	999.62	165.68
03/18/2011	02/23/2012	15	***POTASH CORP OF SASKATCHEWAN	46.55	55.33	698.18	829.91	-131.73
06/13/2011	02/28/2012	30	GENERAL MOTORS CO	26.24	28.78	787.17	863.29	-76.12
06/22/2011	02/28/2012	5	GENERAL MOTORS CO	26.24	30.02	131.20	150.12	-18.92
03/14/2011	03/06/2012	15	CENTURYLINK INC	38.38	40.26	575.75	603.91	-28.16
03/14/2011	03/06/2012	7	GOLDMAN SACHS GROUP INC	114.02	158.78	798.15	1,111.45	-313.30
01/12/2012	03/15/2012	55	***NEXEN INC	19.98	17.81	1,098.70	979.55	119.15
12/19/2011	03/20/2012	4	GOLDMAN SACHS GROUP INC	126.74	87.28	506.98	349.14	157.84
12/21/2011	03/20/2012	5	GOLDMAN SACHS GROUP INC	126.74	90.28	633.72	451.39	182.33
03/25/2011	03/20/2012	15	MOODY'S CORP	41.68	32.82	625.19	492.35	132.84
06/23/2011	03/20/2012	15	UNITEDHEALTH GROUP INC	55.07	50.86	826.01	762.94	63.07
08/02/2011	03/09/2012	50	CBRE GROUP INC	19.15	21.17	957.47	1,058.34	-100.87
05/17/2011	03/26/2012	15	METLIFE INC	38.33	43.87	574.93	657.99	-83.06
08/10/2011	03/26/2012	20	METLIFE INC	38.33	32.63	766.57	652.60	113.97
09/29/2011	03/26/2012	15	METLIFE INC	38.33	29.42	574.93	441.29	133.64
08/16/2011	03/29/2012	1	DTE ENERGY COMPANY	54.83	48.04	54.83	48.04	6.79
12/01/2011	04/04/2012	5	SALESFORCE.COM INC	154.72	118.40	773.60	592.01	181.59
02/21/2012	04/04/2012	5	SALESFORCE.COM INC	154.72	128.78	773.59	643.89	129.70
08/22/2011	04/13/2012	15	GENERAL MILLS INC	38.84	36.19	582.59	542.82	39.77
08/23/2011	04/13/2012	20	GENERAL MILLS INC	38.84	36.40	776.78	728.06	48.72
10/21/2011	04/13/2012	15	GENERAL MILLS INC	38.84	39.94	582.59	599.09	-16.50
11/02/2011	04/13/2012	15	GENERAL MILLS INC	38.84	38.51	582.58	577.59	4.99
01/11/2012	04/13/2012	20	GENERAL MILLS INC	38.84	40.33	776.78	806.56	-29.78
09/06/2011	04/16/2012	15	TRAVELERS COS INC/THE	58.87	48.30	883.03	724.48	158.55
03/15/2012	04/16/2012	10	TRAVELERS COS INC/THE	58.87	59.13	588.68	591.35	-2.67
11/09/2011	04/19/2012	11	PERRIGO INC	106.05	89.42	1,166.52	983.61	182.91
11/22/2011	04/19/2012	5	PERRIGO INC	106.05	90.19	530.24	450.97	79.27
05/06/2011	04/25/2012	11	***POTASH CORP OF SASKATCHEWAN	44.10	53.47	485.10	588.17	-103.07
12/05/2011	05/03/2012	125	MORGAN STANLEY	16.34	16.45	-2,042.85	2,056.56	-13.71
12/07/2011	05/03/2012	40	MORGAN STANLEY	16.34	16.71	653.71	668.40	-14.69
04/10/2012	05/03/2012	30	MORGAN STANLEY	16.34	17.51	490.29	525.18	-34.89
01/09/2012	05/08/2012	14	VERTEX PHARMACEUTICALS INC	61.11	35.29	855.54	494.08	361.46
05/17/2011	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	60.05	539.81	600.55	-60.74
05/27/2011	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	58.51	539.80	585.10	-45.30
01/04/2012	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	46.74	539.81	467.45	72.36

Capital Gains Report

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
01/23/2012	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	51.36	539.80	513.61	26.19
08/22/2011	05/14/2012	30	GENERAL ELECTRIC CO	18.69	15.25	560.59	457.40	103.19
12/29/2011	05/14/2012	105	GENERAL ELECTRIC CO	18.69	18.04	1,962.06	1,893.99	68.07
05/24/2011	05/14/2012	19	TRW AUTOMOTIVE HOLDINGS CORP	41.79	53.56	794.10	1,017.57	-223.47
10/28/2011	05/14/2012	1	TRW AUTOMOTIVE HOLDINGS CORP	41.79	43.75	41.79	43.75	-1.96
09/22/2011	05/31/2012	15	DOLLAR GENERAL CORP	49.15	36.77	737.22	551.49	185.73
08/15/2011	06/01/2012	35	CORNING INC	12.61	15.01	441.32	525.29	-83.97
09/23/2011	06/01/2012	40	CORNING INC	12.61	12.40	504.37	496.04	8.33
03/15/2012	06/01/2012	100	GENERAL ELECTRIC CO	18.59	20.09	1,858.97	2,008.63	-149.66
10/03/2011	06/01/2012	15	***LYONDELBASELL INDU-CL A	37.40	14.09	560.95	211.38	349.57
03/06/2012	06/04/2012	55	LIBERTY INTERACTIVE CORP-A	16.07	18.53	883.82	1,019.10	-135.28
01/06/2012	06/04/2012	15	***POTASH CORP OF SASKATCHEWAN	36.94	41.96	554.09	629.39	-75.30
01/20/2012	06/04/2012	15	***POTASH CORP OF SASKATCHEWAN	36.94	44.89	554.08	673.31	-119.23
09/30/2011	06/08/2012	60	CBRE GROUP INC	16.05	13.88	963.12	832.71	130.41
02/10/2012	06/08/2012	40	CBRE GROUP INC	16.05	17.97	642.08	718.85	-76.77
02/08/2012	06/12/2012	10	DEVON ENERGY CORPORATION	57.40	66.38	574.04	663.80	-89.76
03/15/2012	06/12/2012	10	DEVON ENERGY CORPORATION	57.40	72.55	574.04	725.52	-151.48
09/16/2011	06/18/2012	35	***MARVELL TECHNOLOGY GROUP LT	11.72	15.18	410.13	531.20	-121.07
10/20/2011	06/18/2012	50	***MARVELL TECHNOLOGY GROUP LT	11.72	13.32	585.91	665.76	-79.85
11/01/2011	06/18/2012	40	***MARVELL TECHNOLOGY GROUP LT	11.72	13.58	468.72	543.04	-74.32
05/18/2012	06/18/2012	100	***MARVELL TECHNOLOGY GROUP LT	11.72	13.70	1,171.81	1,369.74	-197.93
08/16/2011	06/26/2012	9	DTE ENERGY COMPANY	58.33	48.04	524.97	432.39	92.58
08/17/2011	06/27/2012	10	DTE ENERGY COMPANY	58.67	48.50	586.72	485.04	101.68
11/29/2011	07/05/2012	3	AMAZON.COM INC	227.98	193.62	683.93	580.85	103.08
10/27/2011	07/05/2012	45	CENTERPOINT ENERGY INC	20.48	21.27	921.78	957.33	-35.55
01/30/2012	07/06/2012	24	EMERSON ELECTRIC CO	44.79	51.41	1,074.98	1,233.87	-158.89
01/10/2012	07/10/2012	15	STRYKER CORP	53.17	52.14	797.52	782.10	15.42
08/10/2011	07/12/2012	20	MARATHON PETROLEUM CORP	43.40	35.54	868.02	710.72	157.30
09/26/2011	07/12/2012	30	MARATHON PETROLEUM CORP	43.40	29.99	1,302.03	899.77	402.26
12/29/2011	07/12/2012	15	MARATHON PETROLEUM CORP	43.40	33.21	651.01	498.17	152.84
04/17/2012	07/12/2012	15	MARATHON PETROLEUM CORP	43.40	40.38	651.01	605.71	45.30
07/29/2011	07/17/2012	16	ANADARKO PETROLEUM CORP	71.16	83.22	1,138.57	1,331.55	-192.98
02/01/2012	07/20/2012	11	EMERSON ELECTRIC CO	46.30	52.27	509.30	575.02	-65.72
02/15/2012	07/20/2012	10	EMERSON ELECTRIC CO	46.30	51.44	463.00	514.45	-51.45
03/15/2012	07/20/2012	5	EMERSON ELECTRIC CO	46.30	51.82	231.50	259.08	-27.58
03/15/2012	07/24/2012	15	EMERSON ELECTRIC CO	45.28	51.82	679.21	777.23	-98.02
04/24/2012	07/24/2012	30	EMERSON ELECTRIC CO	45.28	50.92	1,358.41	1,527.53	-169.12
02/10/2012	07/25/2012	15	INFORMATICA CORPORATION	27.83	46.44	417.52	696.54	-279.02
06/20/2012	07/25/2012	15	INFORMATICA CORPORATION	27.83	43.36	417.52	650.47	-232.95
01/10/2012	07/25/2012	20	STRYKER CORP	51.40	52.14	1,027.98	1,042.80	-14.82
01/12/2012	07/25/2012	10	STRYKER CORP	51.40	52.39	513.99	523.91	-9.92
02/01/2012	07/25/2012	10	STRYKER CORP	51.40	55.64	513.99	556.45	-42.46
08/08/2011	07/30/2012	14	GILEAD SCIENCES INC	55.70	36.86	779.84	515.98	263.86
10/20/2011	08/01/2012	13	PVH CORP	78.07	66.10	1,014.95	859.34	155.61
12/21/2011	08/01/2012	11	PVH CORP	78.07	66.00	858.81	726.00	132.81
08/08/2011	08/03/2012	21	GILEAD SCIENCES INC	58.06	36.86	1,219.22	773.98	445.24
08/25/2011	08/10/2012	10	***COVIDIEN PLC	56.94	50.32	569.36	503.23	66.13
10/20/2011	08/10/2012	20	***COVIDIEN PLC	56.94	44.44	1,138.71	888.83	249.88
11/01/2011	08/10/2012	10	***COVIDIEN PLC	56.94	45.26	569.35	452.58	116.77

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
11/18/2011	08/10/2012	10	***COVIDIEN PLC	56.94	46.21	569.36	462.13	107.23
01/26/2012	08/10/2012	10	***COVIDIEN PLC	56.94	50.58	569.35	505.79	63.56
12/19/2011	08/10/2012	2	GOLDMAN SACHS GROUP INC	102.81	87.28	205.63	174.57	31.06
02/02/2012	08/10/2012	7	GOLDMAN SACHS GROUP INC	102.81	113.31	719.70	793.20	-73.50
02/15/2012	08/14/2012	35	CENTERPOINT ENERGY INC	20.55	18.81	719.25	658.52	60.73
01/13/2012	08/22/2012	30	FREEMPORT-MCMORAN COPPER	36.26	41.78	1,087.94	1,253.36	-165.42
01/18/2012	08/22/2012	10	FREEMPORT-MCMORAN COPPER	36.26	43.93	362.65	439.28	-76.63
08/23/2011	08/22/2012	15	LAS VEGAS SANDS CORP	43.32	41.13	649.86	616.91	32.95
09/02/2011	08/22/2012	10	LAS VEGAS SANDS CORP	43.32	45.31	433.24	453.08	-19.84
09/06/2011	08/23/2012	17	JPMORGAN CHASE & CO	37.36	33.41	635.04	567.95	67.09
01/18/2012	09/06/2012	5	FREEMPORT-MCMORAN COPPER	36.21	43.93	181.05	219.64	-38.59
01/24/2012	09/06/2012	15	FREEMPORT-MCMORAN COPPER	36.21	43.80	543.15	656.99	-113.84
11/01/2011	09/12/2012	85	NEWELL RUBBERMAID INC	18.98	14.82	1,613.48	1,259.37	354.11
05/04/2012	09/12/2012	13	VERTEX PHARMACEUTICALS INC	55.63	35.29	723.17	458.79	264.38
01/08/2012	09/12/2012	15	LAM RESEARCH CORP	33.70	44.48	505.50	667.27	-161.77
11/11/2011	09/13/2012	15	LAM RESEARCH CORP	33.70	43.05	505.50	645.70	-140.20
12/06/2011	09/13/2012	15	LAM RESEARCH CORP	33.70	40.29	505.49	604.28	-98.79
05/04/2012	09/13/2012	10	ILLUMINA INC	47.96	26.37	479.62	263.69	215.93
12/13/2011	09/20/2012	25	CENTURYLINK INC	42.12	33.45	1,052.92	836.20	216.72
10/11/2011	09/24/2012	25	WELLS FARGO & COMPANY	34.98	25.37	874.53	634.35	240.18
11/16/2011	09/24/2012	25	WELLS FARGO & COMPANY	34.98	31.25	839.54	749.92	89.62
03/08/2012	09/24/2012	24	WELLS FARGO & COMPANY	117.35	95.05	704.11	570.28	133.83
02/17/2012	10/02/2012	6	PERRIGO INC	117.35	94.77	938.81	758.13	180.68
02/22/2012	10/02/2012	8	PERRIGO INC	22.57	26.77	1,580.09	1,873.98	-293.89
06/13/2012	10/03/2012	70	INTEL CORP	69.57	47.03	1,321.89	893.48	428.41
03/15/2012	10/05/2012	19	GILEAD SCIENCES INC	57.54	47.05	575.39	470.52	104.87
11/11/2011	10/09/2012	10	UNITEDHEALTH GROUP INC	22.32	24.13	669.59	723.93	-54.34
04/18/2012	10/10/2012	30	LEUCADIA NATIONAL CO	22.32	25.53	557.99	638.27	-80.28
05/01/2012	10/10/2012	25	LEUCADIA NATIONAL CO	49.92	45.61	748.84	684.21	64.63
05/22/2012	10/22/2012	15	HELMERICH & PAYNE	580.81	647.12	580.81	647.12	-66.31
05/17/2012	10/26/2012	1	PRICELINE.COM INC	24.60	23.06	1,475.77	1,383.31	92.46
11/15/2011	10/31/2012	60	GENERAL MOTORS CO	41.40	45.19	1,200.72	1,310.45	-109.73
03/21/2012	10/31/2012	29	JPMORGAN CHASE & CO	20.20	53.17	706.99	1,860.86	-1,153.87
01/03/2012	11/01/2012	35	APOLLO GROUP INC-CL A	20.20	42.30	302.99	634.45	-331.46
03/15/2012	11/01/2012	15	APOLLO GROUP INC-CL A	66.33	72.89	796.01	874.74	-78.73
10/05/2012	11/07/2012	12	HEAD JOHNSON NUTRITION CO	66.33	71.80	331.67	358.98	-27.31
10/09/2012	11/07/2012	5	HEAD JOHNSON NUTRITION CO	40.00	49.20	400.03	492.00	-91.97
11/16/2011	11/08/2012	10	FMC TECHNOLOGIES INC	21.00	27.24	629.96	817.34	-187.38
06/15/2012	11/08/2012	30	INTEL CORP	27.97	17.87	1,538.60	982.81	555.79
01/11/2012	11/09/2012	55	FORTUNE BRANDS HOME & SECURI	50.23	51.19	753.44	767.90	-14.46
04/25/2012	11/13/2012	15	EMERSON ELECTRIC CO	50.23	49.33	753.44	740.02	13.42
05/02/2012	11/13/2012	15	EMERSON ELECTRIC CO	50.23	48.20	502.29	482.03	20.26
09/28/2012	11/13/2012	10	EMERSON ELECTRIC CO	20.55	27.35	513.74	683.68	-169.94
06/21/2012	11/13/2012	25	INTEL CORP	20.55	26.24	513.74	655.89	-142.15
06/25/2012	11/13/2012	25	INTEL CORP	20.55	26.24	434.97	493.58	-58.61
01/27/2012	11/20/2012	10	LAS VEGAS SANDS CORP	65.98	44.51	461.85	311.56	150.29
07/06/2012	11/27/2012	7	RACKSPACE HOSTING INC	31.05	30.23	621.03	604.59	16.44
04/09/2012	11/28/2012	20	MARATHON OIL CORP	69.63	65.10	348.14	325.51	22.63
03/15/2012	12/03/2012	5	JOHNSON & JOHNSON	69.63	65.10	348.14	325.51	22.63

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/15/2012	12/03/2012	10	LAS VEGAS SANDS CORP	47.03	57.43	470.29	574.34	-104.05
06/05/2012	12/03/2012	20	LAS VEGAS SANDS CORP	47.03	44.07	940.57	881.42	59.15
03/15/2012	12/05/2012	30	JOHNSON & JOHNSON	69.74	65.10	2,092.11	1,953.04	139.07
12/23/2011	12/06/2012	30	CISCO SYSTEMS INC	19.38	18.32	581.43	549.50	31.93
04/11/2012	12/10/2012	15	COACH INC	56.72	73.62	850.75	1,104.25	-253.50
04/16/2012	12/10/2012	5	COACH INC	56.72	73.51	283.58	367.57	-83.99
05/21/2012	12/11/2012	20	***TRANSOCEAN LTD	46.10	43.56	921.93	871.11	50.82
07/10/2012	12/12/2012	55	MORGAN STANLEY	17.75	13.83	976.37	760.72	215.65
07/13/2012	12/12/2012	105	MORGAN STANLEY	17.75	14.01	1,863.98	1,470.57	393.41
04/17/2012	12/17/2012	30	GENERAL MOTORS CO	24.78	24.34	743.45	730.18	13.27
04/16/2012	12/19/2012	5	COACH INC	59.82	73.51	299.08	367.57	-68.49
04/25/2012	12/19/2012	10	COACH INC	59.82	72.27	598.16	722.67	-124.51
05/16/2012	12/20/2012	20	OCEANEERING INTL INC	53.69	48.55	1,073.75	971.09	102.66
07/09/2012	12/21/2012	2	CHIPOTLE MEXICAN GRILL-CL A	287.09	386.20	574.18	772.41	-198.23
09/28/2012	12/27/2012	35	FORD MOTOR CO	12.57	9.87	439.93	345.51	94.42
SUBTOTAL FOR SHORT-TERM NON-COVERED								2,252.63

154,118.99 151,866.36

LONG-TERM NON-COVERED

03/14/2011	03/15/2012	130	DELTA AIR LINES INC	9.76	10.86	1,268.37	1,412.39	-144.02
03/15/2011	03/29/2012	20	DTE ENERGY COMPANY	54.83	48.14	1,096.51	962.84	133.67
03/14/2011	03/29/2012	60	DOW CHEMICAL	33.99	36.25	2,039.40	2,174.94	-135.54
03/14/2011	04/09/2012	6	GOLDMAN SACHS GROUP INC	116.94	158.78	701.63	952.68	-251.05
03/14/2011	04/12/2012	15	UNITED PARCEL SERVICE-CL B	79.33	72.57	1,189.92	1,088.56	101.36
03/14/2011	04/12/2012	25	OVERLAY A PORTFOLIO	10.73	11.61	269.50	291.60	-22.10
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03/14/2011	04/16/2012	50	TRAVELERS COS INC/THE	58.87	58.66	2,943.43	2,933.25	10.18
03/14/2011	04/19/2012	11	FLOWERVE CORP	111.66	123.61	1,228.22	1,359.66	-131.44
03/14/2011	04/19/2012	10	STARBUCKS CORP	59.26	35.60	592.62	355.96	236.66
03/14/2011	04/23/2012	8	BORGWARNER INC	79.95	74.08	639.61	592.61	47.00
03/14/2011	04/25/2012	40	BROADCOM CORP-CL A	36.20	39.75	1,448.08	1,590.20	-142.12
03/14/2011	04/25/2012	100	***MARVELL TECHNOLOGY GROUP LT	14.83	15.57	1,482.58	1,557.25	-74.67
03/18/2011	04/25/2012	9	POTASH CORP OF SASKATCHEWAN	44.10	55.33	396.90	497.94	-101.04
03/14/2011	04/27/2012	100	CONSTELLATION BRANDS INC-A	22.00	18.93	2,200.06	1,892.69	307.37
03/14/2011	04/27/2012	35	NORTHROP GRUMMAN CORP	63.96	59.39	2,238.57	2,078.49	160.08
03/14/2011	05/02/2012	15	QUALCOMM INC	64.03	53.00	960.44	794.93	165.51
03/14/2011	05/10/2012	16	GILEAD SCIENCES INC	50.97	40.61	815.49	649.82	165.67
03/14/2011	05/14/2012	30	EXPRESS SCRIPTS HOLDING CO	53.98	51.78	1,619.41	1,553.46	65.95
04/26/2011	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	53.68	539.80	536.82	2.98
11/18/2009	05/14/2012	90	GENERAL ELECTRIC CO	18.69	16.09	1,681.77	1,448.10	233.67
03/14/2011	05/15/2012	4	AMAZON.COM INC	229.28	165.43	917.14	661.71	255.43
03/14/2011	05/16/2012	25	EMC CORP/MASS	25.73	25.98	643.16	649.52	-6.36
03/14/2011	05/17/2012	15	QUALCOMM INC	58.96	53.00	884.38	794.94	89.44
03/14/2011	05/18/2012	10	UNITED PARCEL SERVICE-CL B	74.38	72.57	743.76	725.71	18.05
03/14/2011	05/24/2012	15	DEVON ENERGY CORPORATION	60.36	88.21	905.43	1,323.08	-417.65
04/13/2011	05/31/2012	40	AT&T INC	33.89	30.29	1,355.51	1,211.51	144.00
03/14/2011	06/01/2012	115	CORNING INC	12.61	21.27	1,450.06	2,446.22	-996.16

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03/14/2011	06/01/2012	25	HEWLETT-PACKARD CO	21.73	41.58	543.31	1,039.39	-496.08
03/14/2011	06/01/2012	45	MARATHON OIL CORP	24.01	30.23	1,080.25	1,360.54	-280.29
03/14/2011	06/04/2012	63	JPMORGAN CHASE & CO	31.03	44.89	1,954.65	2,828.38	-873.73
05/17/2011	06/04/2012	15	***POTASH CORP OF SASKATCHEWAN	36.94	53.29	554.09	799.32	-245.23
03/14/2011	06/07/2012	26	JPMORGAN CHASE & CO	33.33	44.89	866.61	1,167.26	-300.65
03/14/2011	06/08/2012	35	JPMORGAN CHASE & CO	33.58	44.89	1,175.18	1,571.32	-396.14
05/24/2011	06/12/2012	10	DEVON ENERGY CORPORATION	57.40	81.48	574.04	814.78	-240.74
03/23/2011	06/14/2012	4	FLOWERVE CORPORATION	106.11	124.13	424.44	496.54	-72.10
04/13/2011	06/14/2012	1	FLOWERVE CORPORATION	106.11	127.33	106.11	127.33	-21.22
03/14/2011	06/14/2012	10	JOHNSON & JOHNSON	65.43	59.13	654.30	591.31	62.99
03/14/2011	06/19/2012	5	APPLE INC	587.54	352.15	2,937.70	1,760.73	1,176.97
03/14/2011	06/20/2012	7	AMAZON.COM INC	221.67	165.43	1,551.68	1,158.00	393.68
03/14/2011	06/20/2012	15	JPMORGAN CHASE & CO	36.60	44.89	548.97	673.42	-124.45
03/14/2011	06/22/2012	55	JPMORGAN CHASE & CO	36.12	44.89	1,986.85	2,469.21	-482.36
03/14/2011	06/22/2012	25	KROGER CO	22.81	23.80	570.31	594.94	-24.63
03/14/2011	07/02/2012	15	CENTURYLINK INC	39.47	40.26	592.11	603.90	-11.79
03/14/2011	07/05/2012	2	AMAZON.COM INC	227.98	165.43	455.96	330.86	125.10
05/18/2011	07/05/2012	3	AMAZON.COM INC	227.98	196.55	683.94	589.64	94.30
03/14/2011	07/09/2012	15	ALTRIA GROUP INC	35.02	24.96	525.30	374.47	150.83
03/14/2011	07/10/2012	30	COMCAST CORP-CLASS A	31.37	24.34	941.06	730.12	210.94
05/19/2011	07/10/2012	19	***COVIDIEN PLC	53.71	57.28	1,020.56	1,088.33	-67.77
03/14/2011	07/10/2012	15	UNITED PARCEL SERVICE-CL B	78.69	72.57	1,180.39	1,088.56	91.83
03/14/2011	07/11/2012	10	DANAHER CORP	50.35	50.79	503.50	507.92	-4.42
03/14/2011	07/11/2012	9	UNITED PARCEL SERVICE-CL B	78.74	72.57	708.64	653.14	55.50
03/14/2011	07/12/2012	21	UNITED PARCEL SERVICE-CL B	78.48	72.57	1,648.16	1,523.99	124.17
06/07/2011	07/13/2012	13	ANADARKO PETROLEUM CORP	68.69	75.46	892.99	981.03	-88.04
06/13/2011	07/17/2012	7	ANADARKO PETROLEUM CORP	71.16	71.92	498.13	503.44	-5.31
03/14/2011	07/20/2012	10	TIME WARNER CABLE	84.80	68.18	847.98	681.81	166.17
03/14/2011	07/25/2012	15	DANAHER CORP	50.66	50.79	759.93	761.87	-1.94
06/14/2011	07/25/2012	4	PRECISION CASTPARTS CORP	159.90	152.69	639.59	610.78	28.81
06/21/2011	07/25/2012	3	PRECISION CASTPARTS CORP	159.90	156.33	479.70	469.00	10.70
03/14/2011	07/27/2012	24	OVERLAY A PORTFOLIO	10.12	11.61	252.33	289.48	-37.15
.934 CLASS 1								
03/14/2011	07/30/2012	12	BORGWARNER INC	67.33	74.08	807.92	888.92	-81.00
03/23/2011	07/30/2012	10	BORGWARNER INC	67.33	74.56	673.26	745.63	-72.37
03/14/2011	08/06/2012	5	EOG RESOURCES INC	105.92	105.66	529.62	528.28	1.34
03/14/2011	08/07/2012	20	DANAHER CORP	53.63	50.79	1,072.53	1,015.83	56.70
03/14/2011	08/07/2012	15	INTUIT INC	59.97	49.05	899.55	735.82	163.73
03/14/2011	08/07/2012	30	ORACLE CORP	31.61	31.32	948.35	939.72	8.63
03/14/2011	08/07/2012	15	QUALCOMM INC	61.11	53.00	916.72	794.93	121.79
03/18/2011	08/07/2012	10	QUALCOMM INC	61.11	51.08	611.15	510.76	100.39
03/14/2011	08/08/2012	20	THE WALT DISNEY CO.	50.35	41.77	1,007.01	835.49	171.52
03/14/2011	08/09/2012	12	EOG RESOURCES INC	110.31	105.66	1,323.71	1,267.88	55.83
03/14/2011	08/09/2012	40	GANNETT CO	15.10	15.26	604.19	610.44	-6.25
07/20/2011	08/10/2012	11	***COVIDIEN PLC	56.94	51.81	626.29	569.93	56.36
03/14/2011	08/10/2012	7	GOLDMAN SACHS GROUP INC	102.81	158.78	719.70	1,111.45	-391.75
03/14/2011	08/20/2012	20	CENTURYLINK INC	41.61	40.26	832.10	805.21	26.89
04/19/2011	08/20/2012	10	CENTURYLINK INC	41.61	39.46	416.05	394.61	21.44
03/14/2011	08/21/2012	7	EOG RESOURCES INC	109.25	105.66	764.72	739.60	25.12

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/14/2011	08/23/2012	24	JPMORGAN CHASE & CO	37.36	44.89	896.53	1,077.48	-180.95
03/14/2011	08/30/2012	1	GOOGLE INC-CL A	682.58	569.54	682.58	569.54	113.04
03/14/2011	09/05/2012	85	JOHNSON & JOHNSON	67.27	59.13	5,718.21	5,026.15	692.06
07/29/2011	09/12/2012	50	APPLIED MATERIALS INC	11.59	12.46	579.65	623.14	-43.49
03/14/2011	09/12/2012	15	TIME WARNER CABLE	91.83	68.18	1,377.44	1,022.71	354.73
03/14/2011	09/13/2012	2	GOOGLE INC-CL A	694.90	569.54	1,389.80	1,139.09	250.71
05/06/2011	09/13/2012	25	LAM RESEARCH CORP	33.70	48.71	842.50	1,217.82	-375.32
05/13/2011	09/13/2012	15	***TRANSOCEAN LTD	45.82	68.74	687.23	1,031.06	-343.83
07/15/2011	09/13/2012	10	***TRANSOCEAN LTD	45.82	62.38	458.16	623.81	-165.65
03/25/2011	09/14/2012	15	MOODY'S CORP	43.88	32.82	658.18	492.35	165.83
06/16/2011	09/14/2012	25	MOODY'S CORP	43.88	38.93	1,096.96	973.36	123.60
08/04/2011	09/17/2012	30	FMC TECHNOLOGIES INC	48.93	41.25	1,467.94	1,237.58	230.36
03/14/2011	09/17/2012	10	NOBLE ENERGY INC	95.26	89.61	952.58	896.14	56.44
05/12/2011	09/17/2012	1	NVR INC	863.62	729.25	863.62	729.25	134.37
03/14/2011	09/20/2012	10	DIRECTV	52.37	45.45	523.74	454.54	69.20
08/25/2011	09/20/2012	5	DIRECTV	52.37	42.29	261.87	211.44	50.43
03/14/2011	09/20/2012	45	ORACLE CORP	32.52	31.32	1,463.54	1,409.59	53.95
03/14/2011	09/21/2012	6	ROCKWELL AUTOMATION INC	71.80	86.58	430.80	519.50	-88.70
04/19/2011	09/24/2012	15	CENTURYLINK INC	42.12	39.46	631.75	591.91	39.84
08/11/2011	09/24/2012	35	CENTURYLINK INC	42.12	34.10	1,474.08	1,193.43	280.65
09/14/2011	09/24/2012	25	CENTURYLINK INC	42.12	34.84	1,052.92	870.91	182.01
08/11/2011	09/24/2012	15	LORILLARD INC	118.81	100.66	1,782.18	1,509.83	272.35
03/15/2011	09/24/2012	16	WELLS FARGO & COMPANY	34.98	31.72	559.69	507.54	52.15
03/14/2011	09/26/2012	60	EMC CORP/MASS	26.72	25.98	1,603.18	1,558.84	44.34
11/18/2009	09/27/2012	8	CITIGROUP INC	33.15	40.75	265.21	326.04	-60.83
03/14/2011	09/27/2012	17	CITIGROUP INC	33.15	44.87	563.57	762.86	-199.29
06/22/2011	09/27/2012	25	GENERAL MOTORS CO	23.29	30.02	582.18	750.58	-168.40
09/21/2011	09/27/2012	25	GENERAL MOTORS CO	23.29	21.99	582.17	549.86	32.31
08/17/2011	09/27/2012	20	GILEAD SCIENCES INC	66.68	38.46	1,333.60	769.29	564.31
03/14/2011	10/05/2012	25	CITIGROUP INC	35.15	44.87	878.66	1,121.86	-243.20
08/11/2011	10/09/2012	8	UNITEDHEALTH GROUP INC	57.54	42.81	460.32	342.50	117.82
07/15/2011	10/12/2012	10	***TRANSOCEAN LTD	45.51	62.38	455.13	623.81	-168.68
08/01/2011	10/12/2012	15	***TRANSOCEAN LTD	45.51	61.31	682.70	919.68	-236.98
03/14/2011	10/12/2012	15	WELLPOINT INC	61.98	67.19	929.76	1,007.79	-78.03
04/08/2011	10/12/2012	5	WELLPOINT INC	61.98	68.91	309.92	344.55	-34.63
03/14/2011	10/18/2012	13	CITIGROUP INC	38.41	44.87	499.39	583.36	-83.97
03/30/2011	10/18/2012	12	CITIGROUP INC	38.41	44.97	460.98	539.65	-78.67
03/14/2011	10/23/2012	15	THE WALT DISNEY CO.	50.86	41.77	762.84	626.62	136.22
03/14/2011	10/24/2012	10	MONSANTO CO	86.89	66.64	868.92	666.42	202.50
03/14/2011	10/25/2012	1,404	ALLIANCEBERNSTEIN GLOBAL	9.60	8.86	13,480.00	12,440.92	1,039.08
03/14/2011	10/25/2012	1,167	REAL ESTATE INVT FD II CL I	71.16	59.13	711.64	591.31	120.33
03/14/2011	10/25/2012	1,899	JOHNSON & JOHNSON	14.21	13.80	26,990.00	26,211.26	778.74
03/14/2011	10/25/2012	1,367	BERNSTEIN INTERMEDIATE	13.42	15.48	5,810.00	6,701.85	-891.85
03/14/2011	10/25/2012	432	BERNSTEIN INTERNATIONAL	13.42	15.48	5,810.00	6,701.85	-891.85
03/14/2011	10/25/2012	936	PORTFOLIO	51.78	50.79	517.79	507.92	9.87
03/14/2011	10/26/2012	20	DANAHER CORP	10.16	11.61	259.09	296.07	-36.98
03/14/2011	11/07/2012	25	OVERLAY A PORTFOLIO	10.16	11.61	259.09	296.07	-36.98
03/14/2011	11/07/2012	501	CLASS 1	10.16	11.61	259.09	296.07	-36.98

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
08/04/2011	11/08/2012	5	FMC TECHNOLOGIES INC	40.00	41.25	200.01	206.26	-6.25
08/15/2011	11/08/2012	6	ROCKWELL AUTOMATION INC	76.54	65.08	459.25	390.48	68.77
03/24/2011	11/12/2012	5	GILEAD SCIENCES INC	72.49	42.09	362.47	210.46	152.01
03/14/2011	11/13/2012	55	ORACLE CORP	30.20	31.32	1,660.73	1,722.82	-62.09
03/14/2011	11/15/2012	60	ORACLE CORP	29.73	31.32	1,783.97	1,879.45	-95.48
03/14/2011	11/16/2012	10	JOHNSON & JOHNSON	68.82	59.13	688.18	591.31	96.87
10/25/2011	11/19/2012	10	HARLEY DAVIDSON INC	47.69	38.25	476.91	382.55	94.36
03/14/2011	11/19/2012	20	MARATHON OIL CORP	31.27	30.23	625.31	604.68	20.63
08/04/2011	11/19/2012	5	PRECISION CASTPARTS CORP	176.10	151.85	880.52	759.24	121.28
03/14/2011	11/20/2012	15	BROADCOM CORP-CL A	31.01	39.75	465.20	596.32	-131.12
04/28/2011	11/20/2012	5	BROADCOM CORP-CL A	31.01	34.66	155.06	173.29	-18.23
08/12/2011	11/20/2012	15	***BP PLC-SPONS ADR	41.01	39.72	615.21	595.82	19.39
03/14/2011	11/20/2012	20	EMC CORP/MASS	24.09	25.98	481.84	519.61	-37.77
03/14/2011	11/20/2012	25	INTUIT INC	58.16	49.05	1,453.91	1,226.36	227.55
03/14/2011	11/21/2012	25	KROGER CO	24.61	23.80	615.25	594.94	20.31
03/31/2011	11/27/2012	10	MONSANTO CO	90.96	72.34	909.59	723.44	186.15
03/14/2011	11/28/2012	20	MARATHON OIL CORP	31.05	30.23	621.04	604.68	16.36
09/13/2011	11/28/2012	20	MARATHON OIL CORP	31.05	24.78	621.04	495.65	125.39
03/14/2011	12/03/2012	10	JOHNSON & JOHNSON	69.63	59.13	696.29	591.31	104.98
08/15/2011	12/07/2012	2	ROCKWELL AUTOMATION INC	80.33	65.08	160.66	130.16	30.50
11/18/2011	12/07/2012	10	ROCKWELL AUTOMATION INC	80.33	71.69	803.30	716.87	86.43
11/04/2011	12/11/2012	25	***TRANSOCEAN LTD	46.10	49.66	1,152.42	1,241.50	-89.08
11/15/2011	12/17/2012	10	GENERAL MOTORS CO	24.78	23.05	247.82	230.55	17.27
11/30/2011	12/17/2012	30	GENERAL MOTORS CO	24.78	21.21	743.45	636.18	107.27
03/14/2011	12/19/2012	15	SCHLUMBERGER LTD	71.14	84.12	1,067.08	1,261.73	-194.65
03/14/2011	12/20/2012	10	SCHLUMBERGER LTD	71.05	84.11	710.50	841.15	-130.65
11/18/2009	12/27/2012	65	FORD MOTOR CO	12.57	8.94	817.00	581.10	235.90
SUBTOTAL FOR LONG-TERM NON-COVERED						177,496.39	174,951.31	2,545.08

TOTAL ***** 334,615.38 ***** 326,817.67 ***** 4,797.71 *****

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 4,797.71

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00

SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 2,252.63

SHORT TERM TOTAL 2,252.63

LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00

LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 2,545.08

LONG TERM TOTAL 2,545.08

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE DOROTHY GAINES FOUNDATION	Employer identification number (EIN) or 20-1858697
	Number, street, and room or suite no. If a P.O. box, see instructions. P. O. BOX 257	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HILLSBORO, TX 76645	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ROBERT REYNOLDS

- The books are in the care of ► **777 MAIN ST, STE C-50 - FORT WORTH, TX 76102**

Telephone No ► **817-820-8117**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,408.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HILLSBORO FOUNDATION 115 N COVINGTON ST HILLSBORO , TX 76645	NONE	501(C)(3)	CONTRIBUTION	1,185.
CASA OF MCLENNAN AND HILL COUNTIES 2223 AUSTIN AVE, STE D WACO, TX 76701	NONE	501(C)(3)	CONTRIBUTION	9,844.
BYNUM ISD 704 TOLIVER BYNUM , TX 76631	NONE	170(C)(1)	CONTRIBUTION	5,000.
Total from continuation sheets				16,029.